

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

_____)	
In re:)	Chapter 11
)	
Energy Alloys Holdings, LLC,	)	Case No. 20-_____ (___)
)	
Debtor.)	
)	
Fed. Tax Id. No. 80-0764144)	
_____)	
)	
In re:	)	Chapter 11
)	
Energy Alloys, L.L.C.,	)	Case No. 20-_____ (___)
)	
Debtor.)	
)	
Fed. Tax Id. No. 80-0259944)	
_____)	
)	
In re:	)	Chapter 11
)	
Energy Alloys Louisiana, LLC,	)	Case No. 20-_____ (___)
)	
Debtor.)	
)	
Fed. Tax Id. No. 72-6000623)	
_____)	
)	
In re:	)	Chapter 11
)	
Energy Alloys Canada Holding, L.L.C.,	)	Case No. 20-_____ (___)
)	
Debtor.)	
)	
Fed. Tax Id. No. 80-0300382)	
_____)	

_____)	
In re:	)	Chapter 11
)	
Energy Alloys Services, L.L.C.,	)	Case No. 20-_____ (___)
)	
Debtor.)	
)	
Fed. Tax Id. No. 80-0334284)	
_____)	
)	
In re:	)	Chapter 11
)	
Energy Alloys Cayman Holding, L.L.C.,	)	Case No. 20-_____ (___)
)	
Debtor.)	
)	
Fed. Tax Id. No. 80-1193484)	
_____)	
)	
In re:	)	Chapter 11
)	
Energy Alloys Mexico Holding Co. -	)	Case No. 20-_____ (___)
Majority, LLC,)	
)	
Debtor.)	
)	
Fed. Tax Id. No. 80-1119165)	
_____)	
)	
In re:	)	Chapter 11
)	
Energy Alloys Mexico Holding Co. -	)	Case No. 20-_____ (___)
Minority, LLC,)	
)	
Debtor.)	
)	
Fed. Tax Id. No. N/A)	
_____)	

**MOTION OF DEBTORS FOR ORDER
AUTHORIZING JOINT ADMINISTRATION**

Energy Alloys Holdings, LLC (“**EA Holdings**”) and its above-captioned affiliated debtor entities (collectively with EA Holdings, the “**Debtors**”), as debtors and debtors in possession in

the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) hereby file this motion (the “**Motion**”) for the entry of an order (the “**Proposed Order**”), pursuant to rule 1015 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), authorizing the joint administration of all the Debtors’ Chapter 11 Cases and the consolidation thereof for procedural purposes only. In support of this Motion, the Debtors submit and incorporate by reference herein the *Declaration of Bryan Gaston in Support of Debtors’ Chapter 11 Petitions and First Day Motions* (the “**First Day Declaration**”).¹ In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution.

2. Venue of these Chapter 11 Cases and the Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the First Day Declaration.

BACKGROUND

3. On the date hereof (the “**Petition Date**”), the Debtors filed voluntary petitions in this Court commencing the Chapter 11 Cases for relief under the Bankruptcy Code. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in the Chapter 11 Cases.

5. Additional information about the Debtors’ businesses and affairs, capital structure and prepetition indebtedness and the events leading up to the Petition Date can be found in the First Day Declaration, which is incorporated herein by reference.

RELIEF REQUESTED

6. By this Motion, the Debtors seek entry of the Proposed Order, attached hereto as **Exhibit A**, pursuant to Bankruptcy Rule 1015 and Local Rule 1015-1, directing the joint administration of their Chapter 11 Cases and the consolidation thereof for procedural purposes only.

7. Many, if not virtually all, of the motions, applications, hearings and orders that will arise in these Chapter 11 Cases will jointly affect all of the Debtors. For this reason, the Debtors respectfully submit that the interests of the Debtors, their creditors and other parties in interest would be best served by the joint administration of these Chapter 11 Cases. In order to optimally and economically administer the Debtors’ pending Chapter 11 Cases, such cases should be jointly administered, for procedural purposes only, under the case number assigned to Debtor Energy Alloys Holdings, LLC.

8. The Debtors also request that the Clerk of this Court maintain one file and one docket for all of the Debtors' Chapter 11 Cases, which file and docket shall be the file and docket for Debtor Energy Alloys Holdings, LLC.

9. The Debtors further request that the caption of these Chapter 11 Cases be modified as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>Energy Alloys Holdings, LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-_____ (____)</p> <p>(Jointly Administered)</p>
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¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Energy Alloys Holdings, LLC (4144); Energy Alloys, L.L.C. (9944); Energy Alloys Louisiana, LLC (0623); Energy Alloys Canada Holding, L.L.C. (0382); Energy Alloys Services, L.L.C. (4284); Energy Alloys Cayman Holding, L.L.C. (3484); Energy Alloys Mexico Holding Co. - Majority, LLC (9165); Energy Alloys Mexico Holding Co. - Minority, LLC (N/A). The mailing address for the Debtors is 9450 Pinecroft Drive, P.O. Box 8819, The Woodlands, TX 77380.

10. In addition, the Debtors seek the Court's direction that a notation substantially similar to the following proposed docket entry be entered on the docket of each of the Debtors' Chapter 11 Cases, other than the Chapter 11 Case of Debtor Energy Alloys Holdings, LLC, to reflect the joint administration of these Chapter 11 Cases:

An Order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of: Energy Alloys Holdings, LLC; Energy Alloys, L.L.C.; Energy Alloys Louisiana, LLC; Energy Alloys Canada Holding, L.L.C.; Energy Alloys Services, L.L.C.; Energy Alloys Cayman Holding, L.L.C.; Energy Alloys Mexico Holding Co. - Majority, LLC; and Energy Alloys Mexico Holding Co. - Minority, LLC. The docket in the chapter 11 case of Energy Alloys Holdings, LLC, Case No. 20-_____ (____), should be consulted for all matters affecting this case.

BASIS FOR RELIEF

11. Pursuant to Bankruptcy Rule 1015(b), if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the Court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Local Rule 1015-1 similarly provides for joint administration of chapter 11 cases when the facts demonstrate that joint administration “is warranted and will ease the administrative burden for the Court and the parties.” Del. Bankr. L. R. 1015-1. In these Chapter 11 Cases, the Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code.

12. Additionally, the First Day Declaration, filed contemporaneously herewith, establishes that the joint administration of the Debtors’ respective estates is warranted and will ease the administrative burden on this Court and all parties in interest in these Chapter 11 Cases.

13. The joint administration of these Chapter 11 Cases will also permit the Clerk of this Court to utilize a single docket for all of the Chapter 11 Cases and to combine notices to creditors and other parties in interest in the Debtors’ respective Chapter 11 Cases. In addition, there will likely be numerous motions, applications, and other pleadings filed in these Chapter 11 Cases that will affect all or virtually all of the Debtors. Joint administration will permit counsel for all parties in interest to include all of the Debtors’ Chapter 11 Cases in a single caption for the numerous documents that are likely to be filed and served in these Chapter 11 Cases. Joint administration of the Chapter 11 Cases will also enable parties in interest in all of the Chapter 11 Cases to stay apprised of all the various matters before this Court.

14. The joint administration of these Chapter 11 Cases will not prejudice or adversely affect the rights of the Debtors’ creditors because the relief sought herein is purely procedural and is not intended to affect substantive rights. Joint administration will also significantly reduce the volume of paper that otherwise would be filed with the Clerk of this Court, render the completion

of various administrative tasks less costly, and provide for greater efficiencies. Moreover, the relief requested by this Motion will also simplify supervision of the administrative aspects of these Chapter 11 Cases by the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”).

15. For these reasons, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates and their creditors, and therefore should be granted.

NOTICE

16. The Debtors will serve notice of this Motion upon: (i) the U.S. Trustee; (ii) the Debtors’ consolidated list of creditors holding the 30 largest unsecured claims; (iii) counsel to the First Lien Agent; (iv) counsel to the Second Lien Agent; (v) the Internal Revenue Service; (vi) the United States Attorney’s Office for the District of Delaware; and (vii) all parties entitled to notice pursuant to Local Rule 9013-1(m). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

NO PRIOR REQUEST

17. No prior application for the relief requested herein has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: September 9, 2020
Wilmington, Delaware

/s/ Daniel J. DeFranceschi

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*Proposed Attorneys for Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:)	Chapter 11
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Energy Alloys Holdings, LLC,)	Case No. 20-_____ (___)
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Fed. Tax Id. No. 80-0764144)	
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In re:)	Chapter 11
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Energy Alloys, L.L.C.,)	Case No. 20-_____ (___)
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Minority, LLC,)	
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Debtor.)	
)	
Fed. Tax Id. No. N/A)	
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ORDER DIRECTING JOINT ADMINISTRATION

Upon the motion (the “**Motion**”)¹ of Energy Alloys Holdings, LLC and its above-captioned affiliated debtor entities (collectively with EA Holdings, the “**Debtors**”), as debtors and debtors in possession in the above-captioned Chapter 11 Cases, for entry of an order pursuant to Bankruptcy Rule 1015 and Local Rule 1015-1, directing the joint administration of these Chapter 11 Cases for procedural purposes only, as more fully described in the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this matter being a core proceeding pursuant to 28 U.S.C. § 157; and venue of these cases and the Motion being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been sufficient under the circumstances, and it appearing that no other or further notice need be provided; and this Court having held a hearing (the “**Hearing**”) to consider the relief requested in the Motion; and upon the First Day Declaration and the record of the Hearing; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, their estates and all other parties in interest; and upon the record herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted as set forth herein.
2. The Debtors’ Chapter 11 Cases shall be consolidated for procedural purposes only and shall be jointly administered in accordance with the provisions of Bankruptcy Rule 1015 and Local Rule 1015-1.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

3. The Clerk of the Court shall maintain one file and one docket for all of the Debtors' Chapter 11 Cases, which file and docket shall be the file and docket for the Chapter 11 Case of Debtor Energy Alloys Holdings, LLC, Case No. 20-____ (____).

4. All pleadings filed in the Debtors' Chapter 11 Cases shall bear a consolidated caption in the following form:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>Energy Alloys Holdings, LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-____ (____)</p> <p>(Jointly Administered)</p>
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5. All original pleadings shall be captioned as indicated in the preceding decretal paragraph, and the Clerk of the Court shall make docket entries in each of the dockets of each of the Chapter 11 Cases, other than the Chapter 11 Case of Debtor Energy Alloys Holdings, LLC, and in the docket of any other related cases which are subsequently filed, substantially as follows:

An Order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of: Energy Alloys Holdings, LLC; Energy Alloys, L.L.C.; Energy Alloys Louisiana, LLC; Energy Alloys Canada Holding, L.L.C.; Energy Alloys Services, L.L.C.; Energy Alloys Cayman Holding, L.L.C.; Energy Alloys Mexico Holding Co. - Majority, LLC; and Energy Alloys Mexico Holding Co. - Minority, LLC. The docket in the chapter 11 case of Energy Alloys Holdings, LLC, Case No. 20-____ (____), should be consulted for all matters affecting this case.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.